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May 23, 2003

VIA FACSIMILE AND FIRST CLASS MAIL

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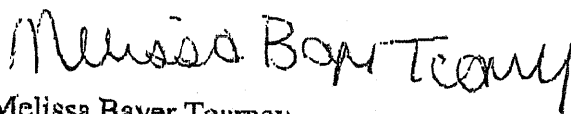
Re: Response to May 21, 2003.

Dear Tom:

This is in response to your May 21, 2003 letter.

Your portrayal of our discussions concerning Mr. Bartlett's request for indemnification from GlobalWare Solutions, Inc. ("GlobalWare") misrepresents what I told you. I explained to you that Mr. Bartlett's request for indemnification from GlobalWare was premature. To be clear, GlobalWare will consider Mr. Bartlett's request for indemnification when the time is appropriate. At this time, GlobalWare does not agree to indemnify Mr. Bartlett for your fees. Please do not send me your bills for payment.

Very truly yours,


Melissa Bayer Tearney

cc: Gary Lortie

B1267453.1

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